

Remuneration Report

**2023**

# Remuneration Report 2023

The following Remuneration Report provides an explanation and a clear and comprehensible presentation of the remuneration individually awarded and due to the current and former members of the Management Board and the Supervisory Board of MorphoSys AG (“the Company”) in the 2023 financial year.

Beyond the requirements of Section 162 (3) sentence 1 and 2 of the German Stock Corporation Act (Aktiengesetz, “AktG”), the Management Board and the Supervisory Board decided to have the Remuneration Report audited not only formally but also materially by the appointed auditor. The audit opinion is attached to the Remuneration Report 2023. The Remuneration Report will be submitted to the Annual General Meeting 2024 for approval.

The masculine form is used in this Remuneration Report for convenience purposes only, and refers equally to all genders.

## A. Review of the 2023 Financial Year

### I. Economic Environment in the 2023 Financial Year

In fiscal year 2023, MorphoSys AG and its employees focused on achieving its long-term goals and defined priorities. At the beginning of the year, the company announced the termination of its preclinical research programs in order to optimize its cost structure and focus on the most important strategic priorities. A repurchase of approximately 19% of the outstanding aggregate principal amount of MorphoSys’s convertible bonds was completed on financially attractive terms in March 2023. Major progress was made in the development of the clinical pipeline in 2023. In early April, the completion of patient recruitment for both the pivotal Phase 3 MANIFEST-2 trial and the Phase 3 trials frontMIND in DLBCL in first-line treatment was announced. In August 2023, the Phase 3 inMIND trial examining tafasitamab in relapsed or refractory follicular or marginal zone lymphoma, conducted by Incyte, also completed recruitment. At the end of November 2023, the first topline data from the MANIFEST-2 trial for the treatment of myelofibrosis became available, earlier than initially expected. Pelabresib in combination with ruxolitinib in the first-line treatment of myelofibrosis showed convincing results with clinical improvements in all key endpoints and a clinically meaningful improvement in anemia. Detailed results from the MANIFEST-2 study were presented in an oral presentation at the ASH Annual Meeting in December 2023. Throughout the year, the latest clinical data for pelabresib, tafasitamab and tulmimetostat were presented at various scientific conferences, including new preliminary results from an arm of the MANIFEST study evaluating pelabresib as monotherapy in patients with high-risk essential thrombocythemia (ET). In September, tulmimetostat received Fast Track designation from the FDA for the treatment of ARID1A-mutated endometrial cancer. On December 14, 2023, MorphoSys announced the completion of a share capital increase from € 34,231,943 by € 3,423,194 to € 37,655,137 through a full utilization of its authorized capital 2023-II, resulting in gross proceeds of approximately € 102.7 million. In the 2023 financial year, the company was able to slightly increase sales figures from Monjuvi® in the USA as planned despite a stronger competitive environment. The key partner programs, developed via MorphoSys’ legacy antibody technology platform, also made good progress in 2023.

Thus, from the Company’s perspective, important goals were achieved in 2023 to keep MorphoSys on the path to a leading position in the fields of hematology and oncology in order to create sustainable long-term value.

The intention announced by Novartis on February 5, 2024, to make a voluntary public takeover offer for all shares of MorphoSys at an equity value of € 2.7 billion and the Business Combination Agreement entered into with Novartis underscores the value created by the company and the progress made in MorphoSys’s development pipeline.

The remuneration of the members of the Management Board of MorphoSys AG shall appropriately reward the performance of the Management Board members and decrease significantly if targets are not achieved (“Pay for Performance”). For this reason, the success and milestones achieved in the 2023 financial year were also reflected in the Management Board members’ variable remuneration.

For further detailed information on the business environment during the 2023 financial year, please refer to the MorphoSys AG Annual Report.

## II. Resolution on the Remuneration Report for the 2022 Financial Year

For the 2022 financial year, a remuneration report was prepared in accordance with Section 162 AktG, audited also materially. The remuneration report for the 2022 financial year was approved by the 2023 Annual General Meeting with a majority of over 94%. Given the high approval rate of the remuneration report for the 2022 financial year, there was no reason to change the method of reporting.

## III. Remuneration System for the Members of the Management Board

The currently applicable remuneration system for the members of the Management Board (the "Remuneration System 2022") has been approved by the Company's Annual General Meeting on May 18, 2022 with a majority of 86.95%. The Remuneration System 2022 applies to the service agreements of the current members of the Management Board, Jean-Paul Kress, M.D., and Lucinda Crabtree, Ph.D. Further, the Remuneration System 2022 applied to the service agreement of the former member of the Management Board Charlotte Lohmann, who was a member of the Management Board from March 1, 2023, until the end of August 31, 2023. The service agreement of Sung Lee, who left the Company during the reporting year, did not fall under any remuneration system since it was already concluded before the implementation of the first remuneration system. To the extent the Remuneration System 2022 applied during the 2023 financial year, there were no deviations thereof within the meaning of Section 162 (1) no. 5 AktG.

The Remuneration System 2022 is published on the Company's website at [www.morphosys.com/en/investors/corporate-governance](http://www.morphosys.com/en/investors/corporate-governance). The main elements of the Remuneration System 2022 are summarized in this remuneration report.

The Supervisory Board has decided to further develop and revise the Remuneration System 2022 and to submit a new remuneration system 2024 to the Annual General Meeting 2024 for approval.

## IV. Remuneration System for Members of the Supervisory Board

The remuneration system resolved for the members of the Company's Supervisory Board by the Annual General Meeting of the Company on May 19, 2021, continued to apply unchanged in the 2023 financial year. The remuneration system for the members of the Supervisory Board is published on the Company's website at [www.morphosys.com/en/investors/corporate-governance](http://www.morphosys.com/en/investors/corporate-governance).

Management Board and Supervisory Board will propose a revised remuneration system for the members of the Supervisory Board to the Annual General Meeting 2024 for approval.

## V. Changes in the Composition of the Management Board and Supervisory Board

In the 2023 financial year, the following changes occurred in the composition of the Management Board: With effect as of the end of March 17, 2023, Sung Lee resigned from his position as member of the Management Board and Chief Financial Officer of the Company. Concurrently, his service agreement has been terminated with effect as of the end of March 31, 2023. Further, Charlotte Lohmann was appointed as member of the Management Board and Chief Legal Officer for the time period from March 1, 2023, to the end of August 31, 2023 on an interim basis. As of August 8, 2023, Lucinda Crabtree, Ph.D., was appointed as member of the Management Board and Chief Financial Officer for a term of three years until the end of August 6, 2026.

The following changes in the composition of the Supervisory Board occurred in the 2023 financial year: Michael Brosnan and George Golumbeski, Ph.D. were re-elected as members of the Supervisory Board. Michael Brosnan was re-elected until the end of the General Meeting that resolves upon the discharge of the Supervisory Board for the second financial year following the beginning of the term of office (i.e., presumably until the end of the Annual General Meeting 2026). George Golumbeski, Ph.D., was re-elected until the end of the General Meeting that resolves upon the discharge of the Supervisory Board for the 2023 financial year 2023 (i.e., presumably until the end of the Annual General Meeting 2024).

# B. Remuneration of the Members of the Management Board of MorphoSys AG

## I. Remuneration System 2022 and 2023

### 1. Overview

The Remuneration System 2022 consists of fixed remuneration components (annual base salary, fringe benefits and pension contributions), an annual bonus (short-term incentive (STI)) and a performance-related, long-term variable remuneration (long-term incentive, (LTI)) in the form of a Performance Share Unit Program ("PSUP").

The annual bonus depends on the achievement of a financial and a commercial target (each weighted at 25%), as well as on a development and business development and licensing (BD&L) target (weighted between 30% and 40%) and a research and BD&L target (weighted between 10% and 20%). The payout amount is capped at 160% of the annual base salary for the CEO and at 140% for all other Management Board members.

The long-term variable remuneration is granted in the form of performance share units under a performance share unit program. The performance share units will be settled after a four-year waiting period at the discretion of the Supervisory Board either in cash, treasury shares, or a combination of both. The payout amount depends on the achievement of a performance target linked to MorphoSys AG's share price performance, defined as the relative share price performance of MorphoSys AG's share price versus the performance of the EURO STOXX Total Market Pharmaceuticals & Biotechnology Index, as well as on the achievement of a strategic development milestone and an ESG target during the four-year waiting period. The payout amount is capped at 250% of the original (individual) grant amount.

## 2. Target Total Remuneration

When determining the target total remuneration, the Supervisory Board ensures that the remuneration is commensurate with the tasks and performance of the respective Management Board member and the Company's situation. The Supervisory Board also ensures that the remuneration is appropriate and in line with market practices. For this purpose, the Supervisory Board first compares the remuneration of the members of the Management Board of MorphoSys AG to the remuneration of management board members of comparable companies (horizontal comparison), generally taking a group of comparable European<sup>1</sup> and American<sup>2</sup> healthcare companies in addition to a group of German healthcare companies<sup>3</sup>. The Supervisory Board also conducts a comparison of the average remuneration of the first two management levels below the Company's Management Board (vertical comparison).

The target total remuneration for all Management Board members is as follows:

The annual base salary corresponds to a share of approximately 17% to 30% of the target total remuneration. Short-term variable remuneration (annual bonus, STI) corresponds to approximately 15% to 20% of the target total remuneration, while long-term variable remuneration (LTI) corresponds to approximately 40% to 65% of the target total remuneration. Fringe benefits are granted in the average amount of approximately 3% to 9% of the target total remuneration, while the share of pension expenses is approximately 4% to 7% of the target total remuneration.

## 3. Caps and Maximum Remuneration

Both the annual bonus and the Performance Share Unit Program provide for maximum payout limits and were further designed in a manner that allows for a payout to fall to zero.

In accordance with Section 87a (1) sentence 2 no. 1 AktG, the Supervisory Board has further defined a maximum remuneration for the members of the Management Board. The maximum remuneration includes all fixed remuneration components, including fringe benefits and pension contributions, as well as the variable remuneration. In this regard, it is not decisive when the respective remuneration component is paid out, but for which financial year it has been promised. The maximum remuneration for the Chief Executive Officer for a financial year is € 9,000,000, and for each of the other members of the Management Board, it is € 3,700,000. The maximum remuneration does not represent the remuneration level targeted or deemed appropriate by the Supervisory Board but merely an absolute maximum limit that can be reached, if at all, if the targets were fully achieved and there was an increase in the MorphoSys AG share price. The maximum remuneration for a member of the Management Board may increase in exceptional cases in the year of appointment or in the second year after appointment, provided that the respective Management Board member has been granted remuneration payments, for example, as compensation for payments from a previous service agreement lost due to the acceptance of the new position at MorphoSys AG. In this case, the maximum remuneration may increase by up to 25% for the financial year in which the compensation payment is granted.

The Remuneration System 2022 is available on the Company's website at [www.morphosys.com/de/investoren/corporate-governance](http://www.morphosys.com/de/investoren/corporate-governance).

<sup>1</sup> Abcam plc; ADC Therapeutics SA; Alkermes plc; Ammiral S.A.; Amarin Corporation plc; argenx SE; CureVac N.V.; Dechra Pharmaceuticals plc; Galapagos N.V.; Jazz Pharmaceuticals plc; and Orion Oyi; QIAGEN N.V.; Swedish Orphan Biovitrum AB (publ).

<sup>2</sup> Agios Pharmaceuticals, Inc.; Alnylam Pharmaceuticals, Inc.; Amicus Therapeutics, Inc.; Biohaven Pharmaceutical Holding Company Ltd; bluebird bio, Inc.; Denali Therapeutics Inc.; FibroGen, Inc.; Insmid, Inc.; Ligand Pharmaceuticals, Inc.; Sage Therapeutics, Inc.; Sarepta Therapeutics, Inc.; and Xencor, Inc.

<sup>3</sup> Carl Zeiss Meditec AG, CompuGroup Medical SE & Co KGaA, CureVac SE, Drägerwerk AG & Co. KGaA, Eckert- und Ziegler Strahlen- und Medizintechnik AG, Evotec SE, QIAGEN N.V., Sartorius AG, Siemens Healthineers AG, Stratec SE und SYNLAB AG.

<b>Fixed remuneration</b>	<b>Base salary</b>	Annual fixed salary	
	<b>Pension benefits</b>	<ul style="list-style-type: none"> <li>• Individual retirement contribution: Monthly contribution of 10% of the annual base salary</li> <li>• Monthly contribution to a pension plan</li> </ul>	
	<b>Fringe benefits</b>	Company Car, allowance for health, social, accident and occupational disability insurance policies, and reimbursement for tax advice and double housing, as well as other expense allowances	
<b>Performance related remuneration</b>	<b>Annual Bonus (STI)</b>	Structure	Annual Bonus payment depending on the achievement of financial and non-financial targets
		Performance targets	Composition of one financial target (25%), one commercial target (25%), one development and BD&L-target (30% - 40%) and one research and BD&L-target (10% - 20%)
		Cap	Payout cap at 160% of the annual base salary (CEO) / 140% of the annual base salary (OBM)
	<b>LTI</b>	Structure	Share-based remuneration component consisting of performance share units with waiting period of four years, which will generally be settled by cash
		Performance targets	<ul style="list-style-type: none"> <li>• Relative share price performance</li> <li>• Development milestones target</li> <li>• ESG-target</li> </ul>
		Cap	Payout cap at 250% of the initial grant amount
<b>Further provisions</b>	<b>Maximum remuneration</b>	Maximum remuneration for one financial year of € 9.000.000 (CEO) / € 3.700.000 (OBM)	
	<b>Malus and clawback</b>	Right of the Supervisory Board to retain or reclaim variable remuneration in particular in case of breach of internal conduct policies of statutory duties by a member of the Management Board	
	<b>Severance cap</b>	Severance payments shall not exceed twice the annual remuneration and shall not constitute remuneration for more than the remaining term of the service agreement	
	<b>Change of control</b>	Termination right in case of (i) a change of control and (ii) a material reduction of the Management Board member's responsibilities	

## II. Remuneration of the Management Board in the 2023 Financial Year

### 1. Overview of the Main Remuneration Components

In the 2023 financial year, the remuneration of the Management Board members consisted of a fixed, non-performance-related remuneration, the annual base salary, market-standard fringe benefits and pension contributions, a short-term variable, performance-related remuneration, the annual bonus, and a long-term, share-based variable remuneration.

The level of remuneration of Management Board members depends to a large extent on the area of responsibility of the respective Management Board member, the member's individual performance, the performance of the Management Board as a whole, as well as on the economic and financial success of MorphoSys AG. The intention is to provide an incentive for long-term and sustainable corporate governance, while at the same time linking the interests of the Management Board members with those of the Company's shareholders.

### 2. Non-Performance-Related Remuneration Components

#### Base Salary

The members of the Management Board receive a contractually agreed fixed base salary, which is paid out monthly. In May 2023, the Remuneration Committee reviewed the compensation package of the CEO against the market data for this role in Germany, Europe and the US, and recommended a new salary level effective 1

September 2023. The CEO's salary was increased by 5% to € 892,500. The annual base salary in the 2023 financial year for the individual members of the Management Board was as follows:

Name of Management Board member	Role	Fixed base remuneration in €*
Jean-Paul Kress, M.D.	Chief Executive Officer	864,167
Lucinda Crabtree, Ph.D.**	Chief Financial Officer	180,242
Sung Lee***	Chief Financial Officer	121,769
Charlotte Lohmann****	Chief Legal Officer	169,900

\* The table shows the pro-rata base salary in case a Management Board member joins or leaves the Company during a financial year.

\*\* Lucinda Crabtree, Ph.D. was appointed as member of the Management Board of MorphoSys AG with effect as of August 8, 2023.

\*\*\* Sung Lee resigned from his position as member of the Management Board with effect as of the end of March 17, 2023. The service agreement entered into between the Company and Sung Lee has been terminated with effect as of the end of March 31, 2023.

\*\*\*\* Charlotte Lohmann was appointed as member of the Management Board of the Company for the time period from March 1, 2023, to the end of August 31, 2023.

### Fringe Benefits

In addition to the fixed base salary, Management Board members receive market-standard fringe benefits, which mainly include the professional and private use of company cars, contributions to or reimbursement of costs for health, social and accident insurance, reimbursement of costs for legal advice related to the service agreement and dual residences.

In addition, in exceptional cases, a compensation payment (sign-on bonus) may be granted to Management Board members when they join the Management Board of MorphoSys AG (e.g., to compensate for lost benefits from a previous service relationship). In the 2023 financial year, no such compensation payment was granted to Management Board members.

### Company Pension Scheme and other pension benefits

The Management Board members generally participate in a pension plan in form of a provident fund. The provident fund takes out a reinsurance policy that funds the pension benefits. In addition, the Management Board members also receive an amount equal to up to 10% of their fixed annual (gross) base salary, which is intended to be used by the Management Board members for their individual retirement plans. This amount may also be invested in a pension plan. Jean-Paul Kress, M.D., also has the option to use both payments, however, up to a maximum of 10% of his fixed annual (gross) base salary, for his individual retirement plans. The 10%-payment is not shown in the below table.

Management Board members who also have a company pension plan as part of their deferred remuneration (direct insurance) also receive an allowance for this Company pension plan. The pension scheme for individual Management Board members may be differently structured in exceptional cases, e.g., in case a Management Board member is resident abroad.

	Jean-Paul Kress, M.D. Chief Executive Officer		Sung Lee* Chief Financial Officer	
	2023	2022	2023	2022
	in € thousands	in € thousands	in € thousands	in € thousands
Contribution to the provident fund	130.34	127.73	18.14	83.46
Employer subsidy for deferred compensation	0.48	0.48	0.12	0.48
<b>Total</b>	<b>130.82</b>	<b>128.21</b>	<b>18.26</b>	<b>83.94</b>

	Charlotte Lohman** Chief Legal Officer		Lucinda Crabtree, Ph.D.*** Chief Financial Officer	
	2023	2022	2023	2022
	in € thousands	in € thousands	in € thousands	in € thousands
Contribution to the provident fund	18.69	—	33.67	—
Employer subsidy for deferred compensation	0.48	—	—	—
<b>Total</b>	<b>19.17</b>	<b>—</b>	<b>33.67</b>	<b>—</b>

\* Sung Lee resigned from his position as member of the Management Board with effect as of the end of March 17, 2023. The service agreement entered into between him and the Company has been terminated with effect as of end of March 31, 2023.

\*\* Charlotte Lohmann was appointed as member of the management board of the Company for the time period from March 1, 2023, to August 31, 2023.

\*\*\*Lucinda Crabtree, Ph.D. was appointed as member of the management board of MorphoSys AG with effect as of August 8, 2023.

### 3. Performance-Related Remuneration Components

#### Annual Bonus (Short-Term Incentive, STI)

The Management Board members receive a short-term variable remuneration in the form of an annual bonus (STI), which rewards the operational implementation of the Company’s corporate strategy to support the long-term positive development of the Company and the MorphoSys Group in the respective financial year. The amount of the annual bonus is defined by the Supervisory Board for the upcoming financial year and measured on the basis of various financial and non-financial performance criteria (“Company Goals”) that are set uniformly for all Management Board members.

For this purpose, a target amount determining the payout amount in case of a 100% target achievement is set for each Management Board member. For the Chief Executive Officer, the target amount is 80% of the annual base salary, and for all other Management Board members, it is 70%.

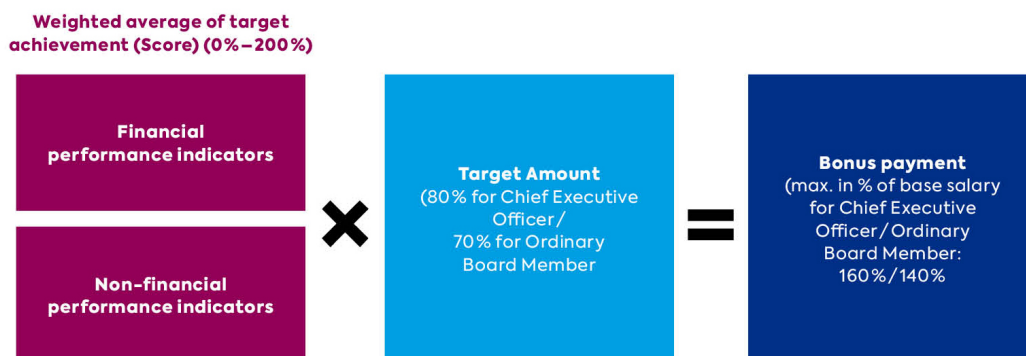
At the beginning of the subsequent financial year, the Supervisory Board assesses the degree of achievement of the set targets and determines the amount of the annual bonus. The maximum payout amount is limited to 160% of the annual base salary for the Chief Executive Officer and to 140% for the other Management Board members.

The target achievement is measured as follows:

For each Company Goal, the Supervisory Board determines the percentage of target achievement, which may range between 0% and 125%. The percentage target achievement is converted into a target achievement level (the “Score”), which lies between 0% and 200%, with the target achievement and the corresponding Score increasing linearly between the defined percentage points.

Target achievement of performance targets (0%–125%)	Corresponding Score (0%–200%)
125%	200%
112.5%	150%
100%	100%
85%	75%
70%	50%
under 70%	0%

On the basis of the so-calculated target achievement for each performance target and the relative weighting of each performance target as defined by the Supervisory Board, the Supervisory Board calculates the overall target achievement for the respective financial year as follows:



As the annual bonus 2022 was paid out to the members of the Management Board in the 2023 financial year, the annual bonus 2022 is attributed to the remuneration awarded and due within the meaning of Section 162 (1) sentence 1 AktG in the 2023 financial year and thus disclosed in this remuneration report. Accordingly, the amount of the annual bonus (STI) for the 2023 financial year will not be determined and paid out until the 2024

financial year and will therefore be attributed to the remuneration awarded and due within the meaning of Section 162 (1) sentence 1 AktG in the 2024 financial year. In order to ensure the transparent and comprehensive disclosure of the remuneration granted to Management Board members for a financial year, MorphoSys has voluntarily disclosed the annual bonus for the 2023 financial year in this remuneration report.

### Annual Bonus 2022

For the 2022 financial year, the Supervisory Board has defined the following performance criteria and their weighting uniformly for all Management Board members:

Performance criteria	Evaluation criteria	Weighting
<b>TARGET 1: COMMERCIAL TARGET</b>		<b>25%</b>
	<ul style="list-style-type: none"> <li>● Achieve Monjuvi U.S. net product sales as communicated in Company's financial guidance</li> </ul>	
<b>TARGET 2: FINANCIAL TARGET</b>		<b>25%</b>
	<ul style="list-style-type: none"> <li>● Manage operating expenses within budget as communicated in Company's financial guidance</li> </ul>	
<b>TARGET 3: DEVELOPMENT &amp; BD&amp;L- TARGET</b>		<b>30%</b>
	<ul style="list-style-type: none"> <li>● Advance clinical development of phase 3 programs:               <ul style="list-style-type: none"> <li>•Pelabresib - Accelerate recruitment of MANIFEST-2: Achieve enrollment of 50%</li> <li>•Pelabresib - Complete recruitment of MF patients in MANIFEST-1: 100%</li> <li>•Tafasitamab - Achieve frontMIND enrollment of 75%</li> <li>•Tafasitamab - Achieve First Patient First Visit for MINDway study</li> </ul> </li> </ul>	
<b>TARGET 4: RESEARCH &amp; BD&amp;L-TARGET</b>		<b>20%</b>
	<ul style="list-style-type: none"> <li>● Execute at least one partnership for early or mid-stage MorphoSys program while advancing the pipeline</li> </ul>	

From the perspective of the Supervisory Board, the 2022 financial year was a successful and formative year for MorphoSys AG. The clinical development of Phase 3 programs continued successfully in 2022 and patient recruitment for the key clinical studies, MANIFEST-2 and FrontMIND, was accelerated. Monjuvi sales grew year-over-year despite the increasing competition, but the results did not meet the 2022 target. The out-licensing of products in earlier stages of development and collaborations the Company entered into with HI-Bio, Pfizer and Novartis helped to streamline the product pipeline, reduce costs and provide cash. The significant cost reduction efforts resulted in the Company achieving operating expenses below the financial guidance published at the beginning of the year.

In the 2022 financial year, the target achievement for the annual bonus was as follows:

Performance criteria	Evaluation	Weighting	Target achievement
<b>TARGET 1: COMMERCIAL TARGET</b>	<ul style="list-style-type: none"> <li>● Achieve Monjuvi U.S. net product sales as communicated in Company's financial guidance</li> </ul>	<b>25%</b>	<b>77.7%</b>
<b>TARGET 2: FINANCIAL TARGET</b>	<ul style="list-style-type: none"> <li>● Manage operating expenses within budget as communicated in Company's financial guidance</li> </ul>	<b>25%</b>	<b>125%</b>
<b>TARGET 3: DEVELOPMENT &amp; BD&amp;L-TARGET</b>	<ul style="list-style-type: none"> <li>● Advance clinical development of phase 3 programs:</li> </ul>	<b>30%</b>	<b>120%</b>
<b>TARGET 4: RESEARCH &amp; BD&amp;L-TARGET</b>	<ul style="list-style-type: none"> <li>● Execute at least one partnership for early or mid-stage MorphoSys program while advancing the pipeline</li> </ul>	<b>20%</b>	<b>125%</b>



On the basis of the conversion table shown above, the target achievement of the individual performance criteria is converted into a respective target achievement level (Score). Taking into account the defined weighting of the individual performance criteria, the resulting overall target achievement amounts to 159.71%,

In the context of the payment amounts for the annual bonus 2022, the payment for the annual bonus 2021 has been corrected as follows:

On March 10, 2022, a one-time non-cash impairment charge was announced based on the Company's decision to consolidate all research activities on the most advanced programs following the acquisition of Constellation Pharmaceuticals and to centralize all laboratory activities at the German research site in Planegg. This negatively impacted the target achievement and the payout amounts of the annual bonus 2021. However, as the annual bonus 2021 had already been paid out at this time, the impact of this effect should be taken into account by means of a corresponding deduction when the annual bonus 2022 is paid out, as already explained in the remuneration report for the 2021 financial year.

The following table discloses the calculation of the payout amount for the annual bonus 2022 as well as the correction to be made to the payout of the annual bonus 2021 and the actual amounts paid out to the members of the Management Board:

in € thousands	<b>Target amount based on 100% target achievement (Score)</b>	<b>Maximum payout (160% of annual base salary)</b>	<b>Maximum payout (140% of annual base salary)</b>	<b>Total target achievement (Score)</b>	<b>STI payout</b>	<b>Correction STI payout 2021</b>	<b>Final STI payout</b>
Jean-Paul Kress, M.D.	637.3	1,274.7	—	159.71%	1,017.9	-77.0	940.9
Sung Lee	333.6	—	667.2	159.71%	532.8	-37.3	495.5
Malte Peters, M.D.*	360.5	—	721.1	159.71%	575.8	-44.2	531.6

\*Malte Peters M.D. resigned from his position as member of the Management Board with effect as of the end of September 30, 2022, and was released from his activities for the Company for the remaining term of his service agreement until the end of December 31, 2022 under continued payment of his remuneration.

The annual bonus 2022 has been paid out to the Management Board members in March 2023 and is therefore attributed to the remuneration awarded and due within the meaning of Section 162 (1) sentence 1 AktG in the 2023 financial year. Charlotte Lohmann and Lucinda Crabtree have not yet been members of the Management Board during the 2022 financial year and thus have not received an annual bonus for the 2022 financial year in this function.

### Annual Bonus 2023

For the 2023 financial year, the Supervisory Board has defined the following performance criteria for the annual bonus and their weighting uniformly for all Management Board members:

<b>Performance criteria</b>	<b>Evaluation criteria</b>	<b>Weighting</b>
<b>TARGET 1: COMMERCIAL TARGET</b>	● Achieve Monjuvi U.S. net product sales as communicated in the company's financial guidance	<b>25%</b>
<b>TARGET 2: FINANCIAL TARGET</b>	● Manage operating expenses within budget as communicated in the company's financial guidance	<b>25%</b>
<b>TARGET 3: DEVELOPMENT &amp; BD&amp;L-TARGET</b>	● Advance Pelabresib clinical program: <ul style="list-style-type: none"> <li>• Complete recruitment of MANIFEST-2 by Q2 2023</li> <li>• Explore additional indications</li> </ul>	<b>40%</b>
<b>TARGET 4: RESEARCH &amp; BD&amp;L-TARGET</b>	● Advance further research and development programs: <ul style="list-style-type: none"> <li>• Tafasitamab – complete recruitment of frontMIND by Q2 2023</li> <li>• Evaluate strategic options for Tulumimmetostat and discovery programs and execute accordingly</li> </ul>	<b>10%</b>

From the Supervisory Board's perspective, the fiscal year 2023 was a very successful year for MorphoSys AG. Large progress was made in the development of the clinical pipeline. Patient recruitment was completed in all ongoing Phase 3 trials, in the case of MANIFEST-2 also earlier than initially planned. In addition, the first topline data from the MANIFEST-2 study for the treatment of myelofibrosis were announced at the end of November 2023. The pelabresib and ruxolitinib combination achieved its primary endpoint and the key secondary endpoints showed a strong positive trend in reducing symptom burden in the overall patient population by

improved measures of anemia, improved bone marrow fibrosis and biomarker improvements that suggest disease modification. The study randomized 430 patients, making it one of the largest myelofibrosis studies conducted to date, and it delivered important data for patients with myelofibrosis – underscoring that pelabresib has the potential to shift the treatment paradigm for this debilitating disease. Detailed results from the MANIFEST-2 study were presented in an oral presentation at the ASH Annual Meeting in December 2023. New preliminary results from an arm of the MANIFEST study investigating pelabresib as monotherapy in patients with high-risk essential thrombocythemia (ET) open the possibility to further investigate pelabresib in this indication. Throughout the year, the latest clinical data for pelabresib, tafasitamab and tulumimotostat were presented at various scientific conferences. Tulumimotostat received fast track status from the FDA for the treatment of ARID1A-mutated endometrial cancer. During the year, several agreements were signed with academic institutions for further preclinical and clinical investigation of tulumimotostat. As planned, the company was able to slightly increase sales figures from the distribution of Monjuvi® in the USA despite a stronger competitive environment. Cost-cutting efforts at the beginning of the year helped to keep the company's operating costs in line with the financial guidance published at the beginning of the year.

In the 2023 financial year, the target achievement for the annual bonus was as follows:

Performance criteria	Evaluation	Weighting	Target achievement
<b>TARGET 1: COMMERCIAL TARGET</b>	● Achieve Monjuvi U.S. net product sales as communicated in the company's financial guidance	25%	114.83%
<b>TARGET 2: FINANCIAL TARGET</b>	● Manage operating expenses within budget as communicated in the company's financial guidance	25%	125%
<b>TARGET 3: DEVELOPMENT &amp; BD&amp;L-TARGET</b>	● Advance Pelabresib clinical program: <ul style="list-style-type: none"> <li>• Complete recruitment of MANIFEST-2 by Q2 2023</li> <li>• Explore additional indications</li> </ul>	40%	125%
<b>TARGET 4: RESEARCH &amp; BD&amp;L-TARGET</b>	● Advance further research and development programs: <ul style="list-style-type: none"> <li>• Tafasitamab – complete recruitment of frontMIND by Q2 2023</li> <li>• Evaluate strategic options for Tulumimotostat and discovery programs and execute accordingly</li> </ul>	10%	125%

On the basis of the conversion table shown above, the target achievement of the individual performance criteria is converted into a respective target achievement level (Score). Taking into account the defined weighting of the individual performance criteria, the resulting overall target achievement amounts to 189.83%. The following table sets out the target achievement as well as the corresponding payout amounts:

in € thousands	Target amount based on 100% target achievement (Score)	Maximum payout (160% of annual base salary)	Maximum payout (140% of annual base salary)	Total target achievement (Score)*	STI payout*
Jean-Paul Kress, M.D.	691.3	1,382.7	—	189.83%	1,312.4
Lucinda Crabtree, Ph.D.**	126.2	—	252.3	189.83%	239.5
Sung Lee***	85.2	—	170.5	189.83%	121.3
Charlotte Lohmann****	118.9	—	237.9	189.83%	225.8

\*This is an overall degree of target achievement (score) or a deferred amount based on a pre-final target evaluation.

\*\*With resolution of the supervisory board dated August 8, 2023, Lucinda Crabtree, Ph.D. was appointed as member of the management board of MorphoSys AG with effect as of the same day until August 6, 2026

\*\*\*Sung Lee resigned from his position as member of the Management Board with effect as of the end of March 17, 2023. The service agreement between the Company and Sung Lee has been terminated with effect as of the end of March 31, 2023. The pro-rata STI payout for 2023 has been agreed upon in the corresponding termination agreement and paid out with the STI Bonus 2022.

\*\*\*\*With resolution of the supervisory board dated February 28, 2023, Charlotte Lohmann was appointed as member of the management board of the Company for the time period from March 1, 2023, to August 31, 2023.

The annual bonus 2023 will be paid out to the Management Board members in March 2024 and is therefore attributed to the remuneration awarded and due within the meaning of Section 162 (1) sentence 1 AktG in the 2024 financial year. For reasons of transparency and better comprehensibility, the annual bonus 2023 is however voluntarily disclosed in this remuneration report.

### Long-Term Incentive (LTI)

The members of the Management Board also receive a long-term variable remuneration in the form of the participation in the Company's various long-term remuneration programs. The participation in the long-term share-based remuneration programs provides an incentive to the respective Management Board members to

contribute to the long-term sustainable development of the Company, while linking the interests of the Management Board members to those of the shareholders.

In the 2023 financial year, stock options granted in the 2019 financial year under the Stock Option Program 2019 (April) and the Stock Option Program 2019 (October) as well as performance shares granted under the Performance Share Plan 2019 became exercisable. The relevant performance criteria under both the Stock Option Program 2019 and the Performance Share Plan 2019 were the absolute and relative share price performance of MorphoSys AG. In addition, performance share units were granted to the Management Board members in the 2023 financial year under the Performance Share Unit Program 2023.

The inflow from the Stock Option Program 2019 and the Performance Share Plan 2019 in the 2023 financial year is allocated to the remuneration awarded and due within the meaning of Section 162 (1) sentence 1 AktG in the 2023 financial year.

The performance share units are subject to a waiting period of four years and the achievement of the defined performance targets. The payout of the final number of performance share units granted to the members of the Management Board in the 2023 financial year thus depends on the achievement of the performance targets and will occur after the end of the waiting period. It will therefore only be disclosed in the remuneration report for the 2027 financial year.

#### Settlement of the Stock Option Programs 2019

In the 2023 financial year, stock options granted under the Stock Option Programs 2019 for the 2019 financial year to the members of the Management Board, at that time Simon Moroney, Ph.D., Jens Holstein, Markus Enzelberger, Ph.D., and Malte Peters, M.D., (each with effect as of April 1, 2019) (the "Stock Option Program 2019 (April)"), and Jean-Paul Kress, M.D., (with effect as of October 1, 2019) (the "Stock Option Program 2019 (October)") became exercisable for a duration of three years following both the approval of the Company's consolidated annual financial statements for the financial year immediately prior to the expiry of the waiting period as well as the expiry of the waiting period.

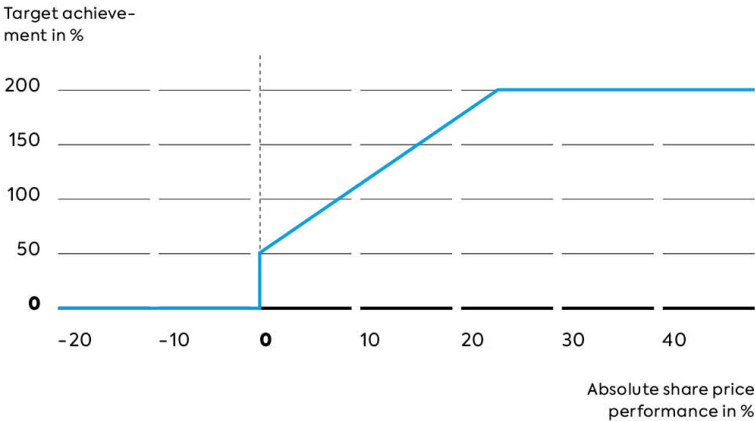
The performance targets for the Stock Option Plan 2019 were defined as the absolute share price performance of the share of MorphoSys AG and the relative share price performance of the share of MorphoSys AG compared to a benchmark index, consisting in equal parts of the NASDAQ Biotechnology Index and the TecDAX Index. Each performance target was weighted with 50% within the overall target achievement.

To determine the degree of target achievement for each performance target, the waiting period was divided into four equal periods of one year each. The arithmetic mean of the target achievement of each of the annual periods determines the percentage target achievement for each performance target. The percentage target achievements for each of the two performance targets were then added up and divided by two. The result forms the overall target achievement, which determines the final number of exercisable stock options, whereby, depending on the degree of target achievement, the final number of stock options may be up to 200% of the initial number of stock options, whereby one stock options grants one subscription right for one share in the Company.

#### *Absolute Share Price Performance*

The absolute share price performance of the share of MorphoSys AG during an annual period is measured by comparing the average closing price of MorphoSys AG's shares in Xetra trading on the Frankfurt Stock Exchange during the 30 trading days prior to the beginning and prior to the end of the respective annual period. If the share price decreases during the respective annual period, the degree of the absolute share price performance target achievement is 0%. If the share price performance of the share of MorphoSys AG is 0%, the performance target achievement is 50%. Thereafter, the performance target achievement increases linearly. If the MorphoSys AG share price increases by 8% during an annual period, the performance target achievement is 100%. If the share price increases by 16% during an annual period, the performance target achievement is 150%. If the share price increases by 24%, the performance target achievement is 200%. Any further increase in the performance target achievement is not possible (cap).

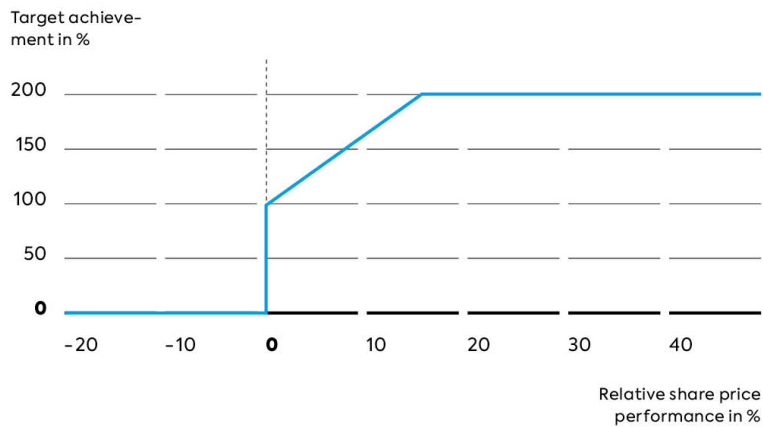
**Absolute share price performance**



*Relative Share Price Performance*

To determine the performance target of relative share price performance, the performance of the MorphoSys share price is compared with and set into relation to the development of the NASDAQ Biotech Index and the TecDAX Index (collectively the "Benchmark Index") during each annual period. The Benchmark Index consists of the NASDAQ Biotech Index and the TecDAX Index, each weighted at 50%, i.e., the percentage share price performance of each index is added up and divided by two. The relevant MorphoSys share price is the average closing price of MorphoSys shares in Xetra trading during the last 30 trading days on the Frankfurt Stock Exchange prior to the beginning and the end of the respective annual period. The relevant price of the NASDAQ Biotech Index and the TecDAX Index is the average closing price of the NASDAQ Biotech Index and the TecDAX Index on the NASDAQ Stock Exchange and Frankfurt Stock Exchange, respectively, during the last 30 trading days prior to the beginning and the end of the respective annual period. If the MorphoSys share price decreases compared to the Benchmark Index during an annual period, the degree of performance target achievement of the relative share price performance is 0%. If the MorphoSys share price performance is 0% compared to the Benchmark Index, the performance target achievement is 100%. Thereafter, the performance target achievement increases linearly. If the MorphoSys share price increases by 8% compared to the Benchmark Index, the performance target achievement is 150%, if it increases by 16% compared to the Benchmark Index, the performance target is 200%. Any further increase in the performance target achievement is not possible (cap).

**Relative share price performance**



The performance target achievement during the waiting period of the Stock Option Program 2019 (April) was as follows:

	Average price in € at the beginning of the annual period*	Average price in € at the end of the annual period*	Share price development	Target achievement after the end of the waiting period
<b>Absolute share price performance**</b>				
<b>MorphoSys AG</b>				<b>+22.75%</b>
First annual period	87.86	93.66	+6.61%	
Second annual period	93.66	81.02	(13.49%)	
Third annual period	81.02	23.84	(70.57%)	
Fourth annual period	23.84	15.55	(34.78%)	
<b>Relative share price performance***</b>				
<b>MorphoSys AG</b>				<b>+35.25%</b>
First annual period	87.86	93.66	+6.61%	
Second annual period	93.66	81.02	(13.49%)	
Third annual period	81.02	23.84	(70.57%)	
Fourth annual period	23.84	15.55	(34.78%)	
<b>TecDAX Index</b>				
First annual period	2,644.62	2,689.41	+1.69%	
Second annual period	2,689.41	3,368.42	+25.25%	
Third annual period	3,368.42	3,183.70	(5.48%)	
Fourth annual period	3,183.70	3,242.39	+1.84%	
<b>NASDAQ Biotechnology Index</b>				
First annual period	3,509.60	3,458.14	(1.47%)	
Second annual period	3,458.14	4,853.42	+40.35%	
Third annual period	4,853.42	4,016.63	(17.24%)	
Fourth annual period	4,016.63	4,055.68	+0.97%	
<b>Overall target achievement</b>				<b>+29.00%</b>

\* Average price of the MorphoSys AG share in Xetra trading on the Frankfurt Stock Exchange during the 30 trading days prior to the beginning or end of the respective annual period (data source: Bloomberg).

\*\* The target achievement for the absolute share price performance on the basis of the above values amounted during the respective annual periods as follows: +91,00 % during the first annual period, +0,00 % during the second annual period, +0,00 % during the third annual period and +0,00 % during the fourth annual period.

\*\*\* The target achievement for the relative share price performance on the basis of the above values amounted during the respective annual periods as follows: +141,00 % during the first annual period, +0,00 % during the second annual period, +0,00 % during the third annual period and +0,00 % during the fourth annual period.

The performance target achievement during the waiting period of the Stock Option Program 2019 (October) was as follows:

	Average price in € at the beginning of the annual period*	Average price in € at the end of the annual period*	Share price development	Target achievement after the end of the waiting period
<b>Absolute share price performance**</b>				
<b>MorphoSys AG</b>				<b>+64.25%</b>
First annual period	106.16	107.40	+1.17%	
Second annual period	107.40	44.90	(58.19%)	
Third annual period	44.90	18.78	(58.17%)	
Fourth annual period	18.78	28.70	+52.81%	
<b>Relative share price performance***</b>				
<b>MorphoSys AG</b>				<b>+50.00%</b>
First annual period	106.16	107.40	+1.17%	
Second annual period	107.40	44.90	(58.19%)	
Third annual period	44.90	18.78	(58.17%)	
Fourth annual period	18.78	28.70	+52.81%	
<b>TecDAX Index</b>				
First annual period	2,754.02	3,087.34	+12.10%	
Second annual period	3,087.34	3,900.16	+26.33%	
Third annual period	3,900.16	2,873.70	(26.32%)	
Fourth annual period	2,873.70	3,085.08	+7.36%	
<b>NASDAQ Biotechnology Index</b>				
First annual period	3,337.17	4,171.00	+24.99%	
Second annual period	4,171.00	5,307.74	+27.25%	
Third annual period	5,307.74	3,893.65	(26.64%)	
Fourth annual period	3,893.65	4,054.45	+4.13%	
<b>Overall target achievement</b>				<b>+57.13%</b>

\* Average price of the MorphoSys AG share in Xetra trading on the Frankfurt Stock Exchange during the 30 trading days prior to the beginning or end of the respective annual period (data source: Bloomberg).

\*\* The target achievement for the absolute share price performance on the basis of the above values amounted during the respective annual periods as follows: +57.00 % during the first annual period, +0.00 % during the second annual period, +0.00 % during the third annual period and +200.00 % during the fourth annual period.

\*\*\* The target achievement for the relative share price performance on the basis of the above values amounted during the respective annual periods as follows: +0.00 % during the first annual period, +0.00 % during the second annual period, +0.00 % during the third annual period and +200.00 % during the fourth annual period.

The following is the final number of exercisable stock options based on the overall degree of target achievement of 29% achieved under the Stock Option Program 2019 (April) and of 57% achieved under the Stock Option Program 2019 (October), whereby the final number is calculated by multiplying the overall degree of target achievement with the initial number of stock options:

Management Board member	Exercise price* (in €)	Initial number of stock options	Final number of stock options	Quantitative Change
Simon Moroney, Ph.D.	87.86	10,587	3,071	(7,516)
Malte Peters, M.D.	87.86	6,936	2,012	(4,924)
Jens Holstein	87.86	6,936	2,012	(4,924)
Markus Enzelberger, Ph.D.	87.86	6,936	2,012	(4,924)
Jean-Paul Kress, M.D.	106.16	57,078	32,535	(24,543)

\*The exercise price differs based on the actual grant date, i.e. €87.86 on April 1, 2019 and €106.16 on October 1, 2019, respectively.

In the 2023 financial year, neither Jean-Paul Kress, M.D., nor any former member of the Management Board who was granted stock options under the Stock Option Plan 2019 exercised these stock options. Charlotte Lohmann has received stock options under the Stock Option Plan 2019 only in her function as employee of the Company. Lucinda Crabtree, Ph.D., has not been a member of the Company's Management Board at the time the stock options under the Stock Option Program 2019 were issued.

**Settlement of the Performance Share Plan 2019**

In the 2023 financial year, performance shares granted under the Performance Share Plan 2019 for the 2019 financial year to the members of the Management Board, at that time Simon Moroney, Ph.D., Jens Holstein, Markus Enzelberger, Ph.D., and Malte Peters, M.D., became exercisable for a period of six months following the expiry of the waiting period.

The performance targets for the Performance Share Plan 2019 are the absolute MorphoSys share price performance and the relative MorphoSys share price performance compared to a benchmark index, consisting in equal parts of the NASDAQ Biotechnology Index and the TecDAX Index. Each performance target has a weighting of 50% for the overall degree of target achievement.

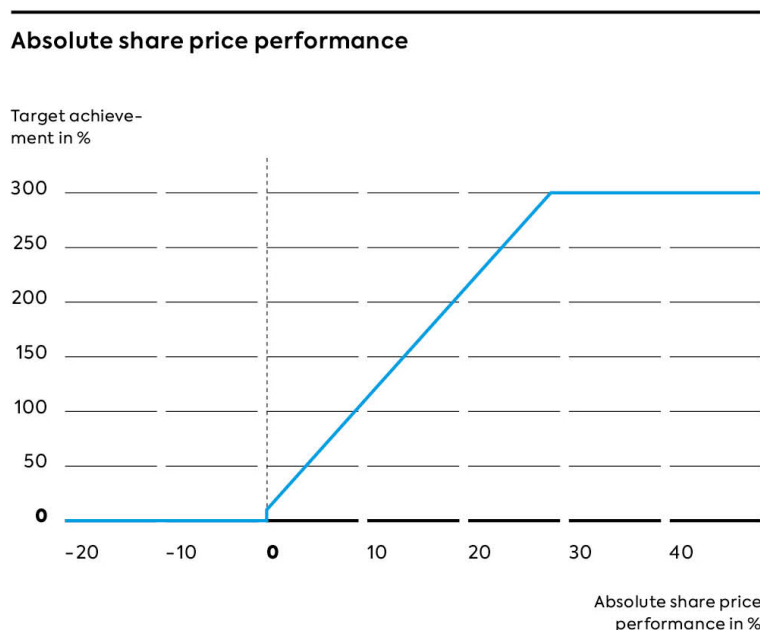
To determine the degree of the performance target achievement for each performance target, the waiting period is divided into four equal periods of one year each. The arithmetic mean of the target achievement of each of the annual periods determines the percentage performance target achievement for each performance target. The percentage performance target achievements for each of the two performance targets is then added together and divided by two. The result forms the overall degree of performance target achievement, which determines the number of performance shares that can be exercised. Depending on the performance target achievement, the final number of performance shares may be up to 200% of the initial number of performance shares, whereby one performance share entitles to one share in the Company.

The number of exercisable performance shares is then multiplied by a company factor between 0 and 2 as determined by the Supervisory Board. For the Performance Share Plan 2019, the Supervisory Board set the company factor at 1.

At the discretion of the Company, performance shares are settled either in cash or in treasury shares of the Company.

*Absolute Share Price Performance*

The absolute MorphoSys AG’s share price performance during an annual period is measured by comparing the average closing prices of MorphoSys AG’s shares in Xetra trading on the Frankfurt Stock Exchange during the 30 trading days before the beginning and before the end of the respective annual period. If the share price decreases during an annual period, the degree of performance target achievement of the absolute share price performance target is 0%. If the MorphoSys share price increases by 0% to less than 1% during an annual period, the performance target achievement of the absolute share price performance target for that annual period is 10%. For each full percentage hurdle that the share price development during an annual period meets or exceeds, the performance target achievement increases by another 10%. If the share price increases 29% in the respective annual period, the performance target achievement is 300%. Any further increase of the performance target achievement is not possible (cap).

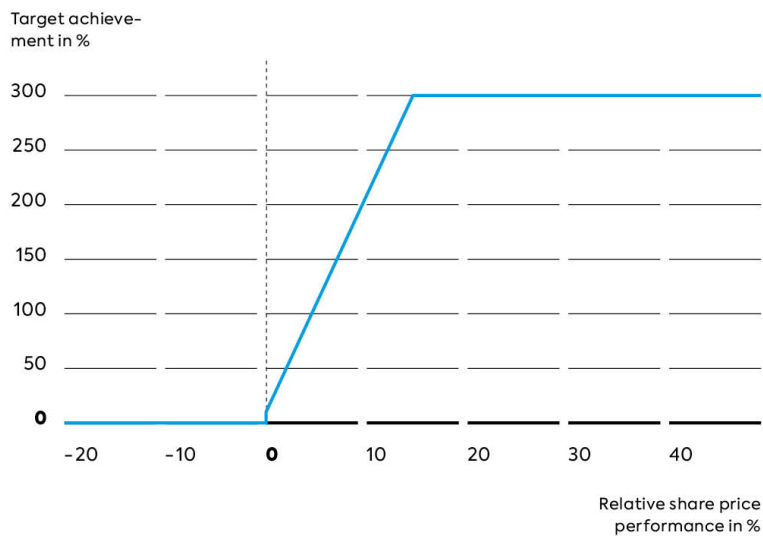




*Relative Share Price Performance*

For the relative performance target, for each annual period, the MorphoSys share price at the beginning of the annual period is compared to the performance of the NASDAQ Biotech Index and the TecDAX Index (collectively the “Benchmark Index”) and the respective values are put into relation. The Benchmark Index consists of the NASDAQ Biotech Index and the TecDAX Index, each weighted at 50%, i.e., the percentage share price performance of each index is added up and divided by two. The relevant MorphoSys share price is the average closing price of the MorphoSys shares in Xetra trading during the last 30 trading days on the Frankfurt Stock Exchange prior to the beginning and the end of the respective annual period. The relevant closing price of the NASDAQ Biotech Index and the TecDAX Index is the average closing price of the NASDAQ Biotech Index and the TecDAX Index on the NASDAQ Stock Exchange and Frankfurt Stock Exchange, respectively, during the last 30 trading days prior to the beginning and the end of the respective annual period. If during an annual period the share price declines compared to the Benchmark Index, the achievement of the performance target is 0%. If the MorphoSys share price increases by 0% to less than 0.5 % compared to the Benchmark Index, the performance target achievement of the relative share price performance target for the respective annual period is 10%. For each half-percentage hurdle that the share price development during an annual period meets or exceeds, the performance target achievement increases by another 10%. If the MorphoSys share price increases 14.5% during an annual period compared to the Benchmark Index, the performance target achievement is 300%. Any further increase in the MorphoSys share price compared to the Benchmark Index does not result in a further increase of the performance target achievement (cap).

**Relative share price performance**



The following performance targets were achieved during the waiting period:

	Average price in € at the beginning of the annual period*	Average price in € at the end of the annual period*	Share price development	Target achievement after the end of the waiting period
<b>Absolute share price performance**</b>				
<b>MorphoSys AG</b>				<b>+17.50%</b>
First annual period	87.86	93.66	+6.60%	
Second annual period	93.66	81.02	(13.50%)	
Third annual period	81.02	23.84	(70.58%)	
Fourth annual period	23.84	15.55	(34.77%)	
<b>Relative share price performance***</b>				
<b>MorphoSys AG</b>				<b>+32.50%</b>
First annual period	87.86	93.66	+6.60%	
Second annual period	93.66	81.02	(13.50%)	
Third annual period	81.02	23.84	(70.58%)	
Fourth annual period	23.84	15.55	(34.77%)	
<b>TecDAX Index</b>				
First annual period	2,644.62	2,689.41	+1.69%	
Second annual period	2,689.41	3,368.42	+25.25%	
Third annual period	3,368.42	3,183.70	(5.48%)	
Fourth annual period	3,183.70	3,242.38	+1.84%	
<b>NASDAQ Biotechnology Index</b>				
First annual period	3,509.60	3,458.14	(1.47%)	
Second annual period	3,458.14	4,853.42	+40.35%	
Third annual period	4,853.42	4,016.63	(17.24%)	
Fourth annual period	4,016.63	4,055.68	+0.97%	
<b>Overall target achievement</b>				<b>+25.00%</b>

\* Average price of the MorphoSys AG share in Xetra trading on the Frankfurt Stock Exchange during the 30 trading days prior to the beginning or end of the respective annual period (data source: Bloomberg).

\*\* The target achievement for the absolute share price performance on the basis of the above values amounted during the respective annual periods as follows: +70,00% during the first annual period, +70,00% during the second annual period, +0,00% during the third annual period and +0,00% during the fourth annual period.

\*\*\* The target achievement for the relative share price performance on the basis of the above values amounted during the respective annual periods as follows: +130,00% during the first annual period, +0,00% during the second annual period, +0,00% during the third annual period and +0,00% during the fourth annual period.

In accordance with the terms & conditions of the Performance Share Plan 2019, the overall degree of target achievement for Management Board members who left the Company prematurely is calculated on the basis of the target achievement of annual periods completed prior to the departure of such Management Board members. Since all Management Board members who have received performance shares under the Performance Share Plan 2019 have left the Company prior to the expiry of the waiting period, the final number of performance shares is in each case calculated based on the individual target achievement as follows (whereby the final number of performance shares is calculated by multiplying the initial number of performance shares with the overall degree of target achievement):

Management Board member	Initial number of performance shares	Target achievement*	Final number of performance shares	Quantitative change
Malte Peters, M.D.	2,065	33.33%	688	1,377
Simon Moroney, Ph.D.	3,152	100.00%	3,152	—
Jens Holstein	2,065	100.00%	2,065	—
Markus Enzelberger, Ph.D.	2,065	100.00%	2,065	—

\*Target achievement is dependent on date of exit.

All former members of the Management Board who were granted performance shares under the Performance Share Plan 2019, exercised the performance shares granted to them within the mandatory six-month exercise period following the expiry of the waiting period from May 4, 2023, to November 3, 2023. The performance shares were settled in treasury shares. Jean-Paul Kress, M.D., Lucinda Crabtree, Ph.D., and Charlotte Lohmann

were not yet a member of the Company's Management Board at the time the performance shares under the Performance Share Plan 2019 were issued.

### Performance Share Unit Program 2023

With effect as of April 1, 2023, Jean-Paul Kress, M.D., as well as the then-current member of the Management Board Charlotte Lohmann have been granted performance share units under the Company's Performance Share Unit Program 2023. Further, with effect as of October 1, 2023, Lucinda Crabtree has also been granted performance share units under the Performance Share Unit Program 2023. After the expiry of the four-year waiting period and subject to the achievement of the defined performance criteria, the performance share units will be settled at the Company's discretion in cash, by transfer of Company treasury shares, or a combination of both, whereby the payout is limited to 250% of the initial grant amount granted to each Management Board member.

The following table lists the performance share units granted to Management Board members in the 2023 financial year.

<b>Management Board member</b>	<b>Allocation amount (in € thousands)</b>	<b>Allocation price (in €)</b>	<b>Number of allocated PSUs</b>	<b>Maximum number of final PSUs</b>
Jean-Paul Kress, M.D.	3,000.0	15.00	200,000	400,000
Lucinda Crabtree, Ph.D.*	800.0	28.00	28,571	57,142
Charlotte Lohmann**	625.0	15.00	20,833	41,666

\* Lucinda Crabtree, Ph.D. was appointed as member of the management board of MorphoSys AG with effect as of August 8, 2023.

\*\* Charlotte Lohmann was appointed as member of the management board for the time period from March 1, 2023, to August 31, 2023. € 312.5 of the allocation amount have been granted to her for her activity as member of the Management Board. Further € 312.5k have been granted to her for her activity as employee of the Company and will not count towards the maximum remuneration.

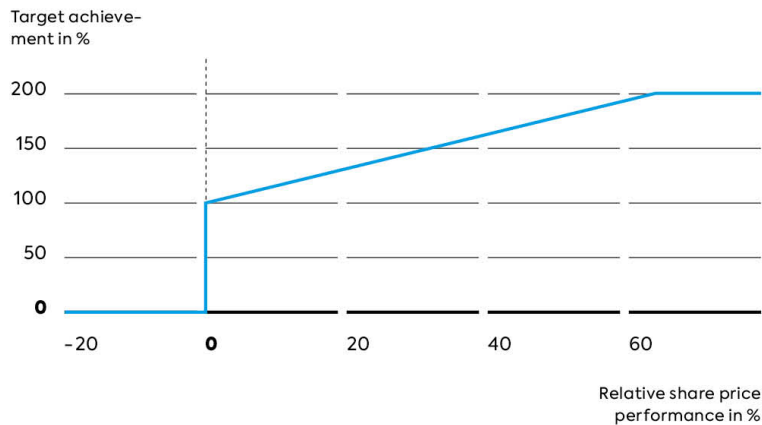
In accordance with the provisions of the Remuneration System 2022, the performance targets for the Performance Share Unit Program 2023 are the relative performance of the MorphoSys share price compared to the performance of the EURO STOXX Total Market Pharmaceuticals & Biotechnology Index as well as an ESG target, the performance of the employee engagement within the MorphoSys Group compared to a benchmark set by the Supervisory Board. Development milestones have been defined as a further performance target, the achievement of which depends on the number of NDA/BLA or SBLA approvals received. For the overall target achievement after the end of the waiting period, the relative share price performance target is weighted at 40% and the ESG target at 20%. The performance milestones are also weighted at 40%.

In the event of a premature departure of a Management Board member, the waiting period and the assessment of the overall performance target achievement remain unaffected.

#### *Relative Share Price Performance*

The relative performance of the MorphoSys AG share is measured by comparing the performance of the MorphoSys AG share price during the waiting period with the performance of the EURO STOXX Total Market Pharmaceuticals & Biotechnology Index as the benchmark index. The relevant MorphoSys AG share price is the average closing price of the MorphoSys AG share in Xetra trading on the Frankfurt Stock Exchange during the 30 trading days prior to the beginning of the four-year waiting period and during the three months prior to the end of the four-year waiting period. The relevant share price of the EURO STOXX Total Market Pharmaceuticals & Biotechnology Index is its average closing price during the 30 trading days prior to the beginning of the four-year waiting period and during the three months prior to the end of the four-year waiting period. If the share price decreases compared to the benchmark index during the four-year waiting period, the degree of achievement of the relative share price performance target is 0%. If the MorphoSys AG share price performance is 0% compared to the benchmark index, the performance target achievement is 100%. If the MorphoSys AG share price increases by 32% compared to the benchmark index, the performance target achievement is 150%. If the share price of MorphoSys AG increases by 64% compared to the benchmark index, the performance target achievement is 200%. Any further increase in the performance target achievement is not possible (cap). Between the percentage points, the share price development and the corresponding performance target achievement increase linearly. Within the overall performance target achievement, the relative share price performance is weighted at 40%.

**Relative share price performance**

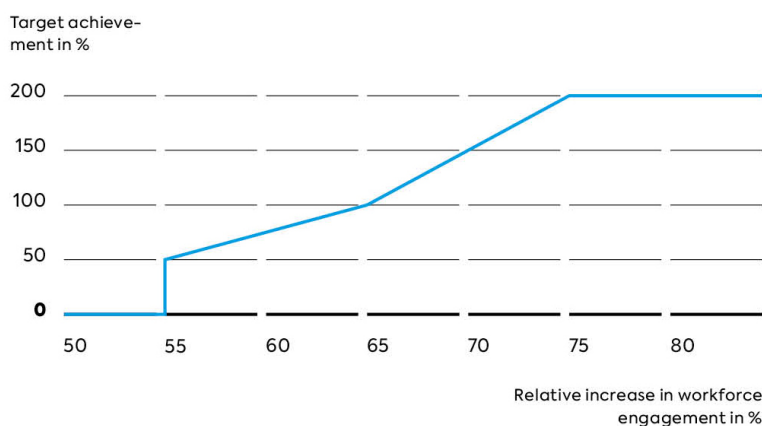


*Development of the Workforce Engagement within the MorphoSys Group*

In addition to the performance target relative share price performance, the Supervisory Board has also defined the development of the workforce engagement within the MorphoSys Group during the waiting period as a non-financial (ESG) target. This target has a weighting of 20% within the overall degree of target achievement. The target achievement is evaluated as follows:

For the workforce engagement performance target, the workforce engagement at the MorphoSys Group at the end of the four-year waiting period is compared to a benchmark of 55% set by the Supervisory Board. If the workforce engagement at the end of the waiting period is below 55%, the target achievement for the workforce engagement is 0%. If the workforce engagement at the end of the waiting period is 55%, the target achievement for the workforce engagement is 50%. If the workforce engagement at the end of the waiting period is 65%, the target achievement for the workforce engagement is 100%. If the workforce engagement at the end of the waiting period is 75%, the target achievement for the workforce engagement is 200%. Any further increase in the degree of the performance target achievement is not possible (cap). Between the percentage points, the target achievement increases linearly.

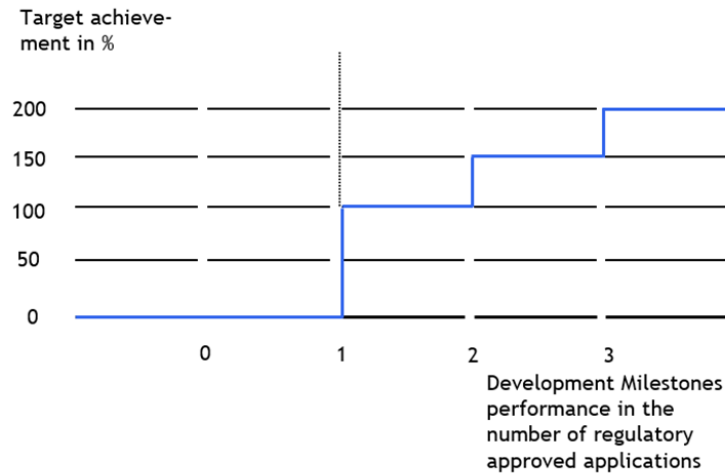
**Relative increase in workforce engagement**



*Development Milestones*

The performance target of development milestones is based on the number of regulatory approvals of one or more NDAs/BLAs and/or SBLAs submitted by the Company in the U.S. If no application is approved, the target

achievement for the development milestones performance target is 0%. If one application is approved, the target achievement for this performance target is 100%. Two approved applications correspond to a target achievement of 150%. Three approved applications correspond to a target achievement of 200%. Any further increase in the degree of performance target achievement is not possible (cap). The performance target of the development milestones is weighted at 40% within the overall target achievement.



The overall target achievement of the Performance Share Unit Program 2023, as well as the resulting final number of performance share units and the payout amount, will be disclosed in the remuneration report for the 2027 financial year.

#### 4. Further Remuneration Provisions

##### Compliance with the Maximum Remuneration

The service agreement of the former Management Board member Sung Lee did not fall under any remuneration system and thus, no maximum remuneration applied to the service agreement of Sung Lee. For the Chief Executive Officer, Jean-Paul Kress, M.D., the Chief Legal Officer, Charlotte Lohmann, who left the Management Board in the reporting period, as well as the Chief Financial Officer Lucinda Crabtree, Ph.D., the maximum remuneration as set out in the Remuneration System 2022 applies. If a Management Board member joins or leaves during the year, the maximum remuneration applies pro rata.

As the inflow from the Performance Share Unit Program allocated in the 2023 financial year can only be determined after the end of the four-year waiting period, i.e., in the 2027 financial year, compliance with the maximum remuneration for the 2023 financial year can be conclusively reported only as part of the remuneration report for the 2027 financial year.

##### Malus and Clawback Provisions

The service agreement of the Chief Executive Officer, Jean-Paul Kress, M.D., the service agreement of the Chief Legal Officer Charlotte Lohmann, who has left the Management Board in the reporting period, as well as the service agreement of the Chief Financial Officer Lucinda Crabtree, Ph.D., contain and contained, respectively, malus and clawback provisions entitling the Company to withhold or reclaim variable remuneration, particularly in the event of compliance violations or breaches of statutory obligations. Malus and clawback provisions are further included in all Performance Share Unit Programs since 2021. Further, the Company has implemented a Clawback Policy for the members of the Management Board in accordance with the corresponding provisions of the SEC, on the basis of which the Company has the right to reclaim incorrectly granted variable remuneration in case of a subsequent adjustment to the annual financial statements.

The Company had no reason to make use of these rights in the 2023 financial year.

##### Benefits upon Termination of the Service Agreements Severance Provisions

The service agreements of the Management Board members contain severance payment provisions that comply with the requirements of the German Corporate Governance Code. In the event of the premature termination of a Management Board member's service agreement, payments made by the Company to the Management Board member, including fringe benefits, shall not exceed the value of two years' remuneration (severance cap) and shall compensate no more than the remaining term of the service agreement. If the

service agreement is terminated for good cause for which the Management Board member is responsible, no payments will be made to the Management Board member. The severance cap is calculated on the basis of the total remuneration for the previous full financial year and, where appropriate, is also based on the expected total remuneration for the current financial year.

From the time of his resignation from his position as member of the Management Board with effect as of the end of March 17, 2023, Sung Lee was released from his duties as a member of the Management Board until the end of March 31, 2023, with continued payment of his remuneration. In addition, all performance share units allocated to him became fully vested.

#### Change of Control

The service agreements of the current members of the Management Board provide for the following provisions in case of a change of control:

The service agreements of Jean-Paul Kress, M.D., and Lucinda Crabtree, Ph.D., provide for the following: In the event of a change of control and in the event that the area of responsibility of the respective member of the Management Board is significantly reduced within one year following the occurrence of the change of control, such Management Board member has the right to resign from the position as a member of the Management Board within three months of the reduction of the area of responsibility, by providing three months' notice to the end of a calendar month. The service agreement will also end at the same time. In this case, the respective Management Board member would be entitled to a severance payment in the amount of the annual base remuneration and the annual bonus until the regular expiry of the service agreement, not exceeding the value of two years' remuneration and compensating no more than the remaining term of the service agreement. The service agreement of Charlotte Lohmann, who has left the Management Board during the reporting year, provided for a corresponding provision.

The service agreement of Sung Lee, who left the Company during the reporting year, provided for a right of the Management Board member for the change of control to resign from the position as a member of the Management Board within three months following the change of control, by providing three months' notice to the end of a calendar month. The service agreement will also end at the same time. In this case, the respective Management Board member would have been entitled to a severance payment in the amount of the annual base remuneration and the annual bonus until the regular expiry of his service agreement, not exceeding the value of two years' remuneration and compensating no more than the remaining term of the service agreement.

In the event of a change of control in connection with a public takeover offer, the terms and conditions of the Performance Share Unit Program 2022 and the Performance Share Unit Program 2023 provide for a right of the Management Board and the Company, respectively, to cancel all performance share units in return for a compensation payment, with the remuneration payment corresponding to the amount of the offer price of the takeover offer. The maximum payout amount of 250% of the individual grant amount as well as the maximum remuneration remain unaffected.

#### Non-Compete Clause

The service agreements of the members of the Management Board provide for a non-compete clause for a period of six months after their departure. In return, MorphoSys AG will make a compensation payment in the amount of 100% of the annual base salary after termination of the service agreement for the duration of the non-competition clause. The service agreement of Sung Lee originally also provided for a non-compete clause, which however has been waived by the Company. The service agreement of the former Management Board member Charlotte Lohmann, entered into with effect as of March 1, 2023, did not provide for a post-contractual non-compete provision, as Charlotte Lohmann remained as employee of the Company after having left the Management Board.

## 5. Individual Disclosure of Management Board Remuneration for the 2023 Financial Year

### Target Remuneration of the Current Management Board Members for the 2023 Financial Year

The following table shows the respective target total remuneration for Management Board members for the 2023 financial year. This includes the target total remuneration defined for the 2023 financial year, which will be granted in the case of a 100% target achievement. The target total remuneration is based on the assumption of continued service of all members of the Management Board throughout the entire 2023 financial year.

		Jean-Paul Kress, M.D. Chief Executive Officer				Sung Lee* Chief Financial Officer			
		2023		2022		2023		2022	
		in € thou- sands	share of total	in € thou- sands	share of total	in € thou- sands	share of total	in € thou- sands	share of total
<b>Fixed remuneration</b>	Base compensation	864.2	18.1%	796.7	17.1%	121.8	48.0%	476.6	22.2%
	Fringe benefits****	190.1	4.0%	211.6	4.6%	46.9	18.5%	536.0	25.0%
	Private provision	19.3	0.4%	—	—%	—	—%	—	—%
	<b>Total</b>	<b>1,073.6</b>	<b>22.5%</b>	<b>1,008.2</b>	<b>21.7%</b>	<b>168.7</b>	<b>66.4%</b>	<b>1,012.6</b>	<b>47.2%</b>
<b>Variable remuneration</b>	<b>Short-term incentive (STI)</b>								
	Bonus	691.3	14.5%	637.3	13.7%	85.2	33.6%	333.6	15.5%
	<b>Long-term incentive (LTI)</b>								
	PSUP	3,000.0	63.0%	3,000.0	64.6%	—	—%	800.0	37.3%
	SOP	—	—%	—	—%	—	—%	—	—%
	<b>Total</b>	<b>3,691.3</b>	<b>77.5%</b>	<b>3,637.3</b>	<b>78.3%</b>	<b>85.2</b>	<b>33.6%</b>	<b>1,133.6</b>	<b>52.8%</b>
<b>Total target remuneration</b>	<b>Total remuneration</b>	<b>4,765.0</b>	<b>100.0%</b>	<b>4,645.6</b>	<b>100.0%</b>	<b>253.9</b>	<b>100.0%</b>	<b>2,146.2</b>	<b>100.0%</b>

		Charlotte Lohmann** Chief Legal Officer				Lucinda Crabtree, Ph.D.*** Chief Financial Officer			
		2023		2022		2023		2022	
		in € thou- sands	share of total	in € thou- sands	share of total	in € thou- sands	share of total	in € thou- sands	share of total
<b>Fixed remuneration</b>	Base compensation	169.9	18.3%	—	—%	180.2	14.6%	—	—%
	Fringe benefits****	15.4	1.7%	—	—%	126.6	10.3%	—	—%
	Private provision	—	—%	—	—%	—	—%	—	—%
	<b>Total</b>	<b>185.3</b>	<b>19.9%</b>	<b>—</b>	<b>—%</b>	<b>306.9</b>	<b>24.9%</b>	<b>—</b>	<b>—%</b>
<b>Variable remuneration</b>	<b>Short-term incentive (STI)</b>								
	Bonus	118.9	12.8%	—	—%	126.2	10.2%	—	—%
	<b>Long-term incentive (LTI)</b>								
	PSUP	625.0	67.3%	—	—%	800.0	64.9%	—	—%
	SOP	—	—%	—	—%	—	—%	—	—%
	<b>Total</b>	<b>743.9</b>	<b>80.1%</b>	<b>—</b>	<b>—%</b>	<b>926.2</b>	<b>75.1%</b>	<b>—</b>	<b>—%</b>
<b>Total target remuneration</b>	<b>Total remuneration</b>	<b>929.2</b>	<b>100.0%</b>	<b>—</b>	<b>—%</b>	<b>1,233.0</b>	<b>100.0%</b>	<b>—</b>	<b>—%</b>

\* Sung Lee resigned from his position as member of the Management Board with effect as of the end of March 17, 2023. The service agreement entered into between the Company and Sung Lee has been terminated with effect as of the end of March 31, 2023.

\*\* Charlotte Lohmann was appointed as member of the management board of the Company for the time period from March 1, 2023, to August 31, 2023.

\*\*\* Lucinda Crabtree, Ph.D. was appointed as member of the management board of MorphoSys AG with effect as of August 8, 2023.

\*\*\*\*In addition to the fringe benefits mentioned here, contributions were also made to the pension scheme. For details see table Company pension plan.

## Remuneration Awarded and Due to Current Management Board Members in the 2023 Financial Year Pursuant to Section 162 AktG

The following tables present the fixed and variable remuneration components awarded and due within the meaning of Section 162 (1) sentence 1 AktG to the in the 2023 financial year current Management Board members in the 2022 and 2023 financial years. The tables include all remuneration amounts actually received by the individual Management Board members in these financial years (“awarded”) and all remuneration amounts legally due but not yet received (“due”). To present the remuneration awarded for the 2023 fiscal year in a complete and transparent manner, the table further also voluntarily discloses the individual grant amount granted under the PSUP 2023 to each member of the Management Board. The actual inflow value under the PSUP 2023 will be disclosed in the remuneration report for the financial year 2027.

The amount of the annual bonus (STI) for the 2023 financial year will be determined and paid out during the 2024 financial year and will therefore be included in the remuneration awarded and due within the meaning of

Section 162 (1) sentence 1 AktG in the 2024 financial year. In contrast, the remuneration awarded and due pursuant to Section 162 (1) sentence 1 AktG in the 2023 financial year also includes the annual bonus for the 2022 financial year, which was paid out in March 2023. The previous year's figures have been adjusted in accordance with this definition.

Furthermore, the stock options and performance shares granted in the 2019 financial year vested in the 2023 financial year. The value (in €) of the change in quantity of the stock options, i.e., the difference between the final and the originally granted number of stock options, is thereby attributed to the remuneration awarded and due within the meaning of Section 162 (1) sentence 1 AktG in the 2023 financial year, based on the fair value of the stock options at the time they were granted in the 2019 financial year. Furthermore, the value of the MorphoSys shares transferred to fulfill the performance shares exercisable and exercised in the 2023 financial year shall be attributed to the remuneration awarded and due within the meaning of Section 162 (1) sentence 1 AktG in the 2023 financial year, based on the share price of the MorphoSys AG share at the time of exercise.

In addition to the remuneration amounts, the relative proportion of all fixed and variable remuneration components in total remuneration is also disclosed. For the sake of transparency and comprehensibility, the relative proportions are not linked to the remuneration awarded and due within the meaning of Section 162 (1) sentence 1 AktG but to the actual remuneration received during the 2023 financial year including the value of the performance share units issued during the 2023 financial year.



		Jean-Paul Kress, M.D. Chief Executive Officer				Sung Lee* Chief Financial Officer			
		2023		2022		2023		2022	
		in € thou- sands	share of total acc. to §162 AktG	in € thou- sands	share of total acc. to §162 AktG	in € thou- sands	share of total acc. to §162 AktG	in € thou- sands	share of total acc. to §162 AktG
Fixed remuneration	Base compensation	864.2	(168.1%)	796.7	39.8%	121.8	17.4%	476.6	47.1%
	Fringe benefits****	190.1	(37.0%)	211.6	10.6%	46.9	6.7%	536.0	52.9%
	Private provision	19.3	(3.8%)	—	—%	—	—%	—	—%
	<b>Total</b>	<b>1,073.6</b>	<b>(208.9%)</b>	<b>1,008.2</b>	<b>50.3%</b>	<b>168.7</b>	<b>24.0%</b>	<b>1,012.6</b>	<b>100.0%</b>
Variable remuneration	<b>Short-term incentive (STI)</b>								
	Bonus	1,017.9	(198.1%)	995.3	49.7%	532.8	76.0%	—	—%
	<b>Long-term incentive (LTI)</b>								
	PSUP*****	3,000.0		3,000.0		—		800.0	
	SOP	—	—%	—	—%	—	—%	—	—%
	PSP (close-out value)	—	—%	—	—%	—	—%	—	—%
	SOP (close-out value)*****	(2,605.5)	506.9%	—	—%	—	—%	—	—%
	<b>Total</b>	<b>1,412.4</b>	<b>308.9%</b>	<b>3,995.3</b>	<b>49.7%</b>	<b>532.8</b>	<b>76.0%</b>	<b>800.0</b>	<b>—%</b>
	<b>Others</b>	Severance payment	—	—%	—	—%	—	—%	—
Total remuneration	Total remuneration	2,486.0		5,003.5		701.5		1,812.6	
	Total remuneration as defined by Section 162 AktG*****	(514.0)	100.0%	2,003.5	100.0%	701.5	100.0%	1,012.6	100.0%
		Charlotte Lohmann** Chief Legal Officer				Lucinda Crabtree, Ph.D.*** Chief Financial Officer			
		2023		2022		2023		2022	
		in € thou- sands	share of total acc. to §162 AktG	in € thou- sands	share of total acc. to §162 AktG	in € thou- sands	share of total acc. to §162 AktG	in € thou- sands	share of total acc. to §162 AktG
Fixed remuneration	Base compensation	169.9	91.7%	—	—%	180.2	58.7%	—	—%
	Fringe benefits****	15.4	8.3%	—	—%	126.6	41.3%	—	—%
	private provision	—	—%	—	—%	—	—%	—	—%
	<b>Total</b>	<b>185.3</b>	<b>100.0%</b>	<b>—</b>	<b>—%</b>	<b>306.9</b>	<b>100.0%</b>	<b>—</b>	<b>—%</b>
Variable remuneration	<b>Short-term incentive (STI)</b>								
	Bonus	—	—%	—	—%	—	—%	—	—%
	<b>Long-term incentive (LTI)</b>								
	PSUP*****	625.0		—		800.0		—	
	SOP	—	—%	—	—%	—	—%	—	—%
	PSP (close-out value)	—	—%	—	—%	—	—%	—	—%
	SOP (close-out value)*****	—	—%	—	—%	—	—%	—	—%
	<b>Total</b>	<b>625.0</b>	<b>—%</b>	<b>—</b>	<b>—%</b>	<b>800.0</b>	<b>—%</b>	<b>—</b>	<b>—%</b>
<b>Others</b>	Severance payment	—	—%	—	—%	—	—%	—	—%
Total remuneration	Total remuneration	810.3		—		1,106.9		—	
	Total remuneration as defined by Section 162 AktG*****	185.3	100.0%	—	—%	306.9	100.0%	—	—%

\*Sung Lee resigned from his position as member of the Management Board with effect as of the end of March 17, 2023. The service agreement entered into between the Company and Sung Lee has been terminated with effect as of the end of March 31, 2023.

\*\*Charlotte Lohmann was appointed as member of the management board of the Company for the time period from March 1, 2023, to August 31, 2023.

\*\*\*Lucinda Crabtree, Ph.D. was appointed as member of the management board of MorphoSys AG with effect as of August 8, 2023.

\*\*\*\*In addition to the fringe benefits mentioned here, contributions were also made to the pension scheme. For details see table Company pension plan.

\*\*\*\*The CEO Jean-Paul Kress, M.D., was granted 57,078 stock options (initial number of stock options) under the Stock Option Program 2019 at a fair value of € 106.16. At the end of the four-year term and based on a target achievement of 57%, the final number was 32,535 stock options. The specified value represents the quantitative development of the stock options on the basis of the fair value of € 106.16, since the stock options have not yet been exercised.

\*\*\*\*\*This amount corresponds to the remuneration awarded and due within the meaning of Section 162 AktG to the members of the Management Board during the financial year 2023. The disclosed amounts amongst others include the quantitative development of the stock options compared to the financial year during which they have been granted, which can also be negative. The amount does not include the value of the Performance Share Units granted to the members of the Management Board during the financial year 2023 under the Company's Performance Share Unit Program, since this value will be allocated to the remuneration awarded and due within the meaning of section 162 AktG of the financial year during which the waiting period expires. Against this background, the remuneration value disclosed for individual Management Board members can also be negative as it is only awarded and due once the waiting period has expired.

### Remuneration Awarded and Due to Former Management Board Members in the 2023 Financial Year Pursuant to Section 162 AktG

The following table shows the remuneration awarded and due within the meaning of Section 162 (1) sentence 1 AktG to former Management Board members in the 2023 financial year. In accordance with Section 162 (5) AktG, personal details are omitted for former Management Board members if they left the Management Board prior to December 31, 2013

		<b>Malte Peters, M.D. (until December 31, 2022)</b>		<b>Roland Wandeler Ph.D. (until 12/31/2021)</b>		<b>Simon Moroney Ph.D. (until 8/31/2019)</b>		<b>Jens Holstein (until 11/13/2020)</b>		<b>Markus Enzelberger, Ph.D. (until 2/29/2020)</b>		<b>Marlies Sproll, Ph.D.* (until 10/31/2017)</b>	
		share of total acc. to §162 AktG		share of total acc. to §162 AktG		share of total acc. to §162 AktG		share of total acc. to §162 AktG		share of total acc. to §162 AktG		share of total acc. to §162 AktG	
		In € thou- sands	acc. to §162 AktG	In € thou- sands	acc. to §162 AktG	In € thou- sands	acc. to §162 AktG	In € thou- sands	acc. to §162 AktG	In € thou- sands	acc. to §162 AktG	In € thou- sands	acc. to §162 AktG
<b>Fixed and variable remuneration</b>	Bonus	575.8	367.5%	—	—%	—	—%	—	—%	—	—%	—	—%
	Other	—	—%	290.4	100.0%	—	—%	—	—%	—	—%	—	—%
	LTI												
	PSP	13.5	8.6%	—	—%	78.8	(13.5%)	38.5	(9.8%)	50.9	(13.3%)	—	—%
	SOP**	(432.6)	—	—	—%	(660.4)	113.5%	(432.6)	113.3%	(432.6)	113.3%	—	—%
	Capital Payments	—	—	—	—	—	—	—	—	—	—	259.0	100.0%
	<b>Sub Total</b>	<b>156.7</b>	<b>100.0%</b>	<b>290.4</b>	<b>100.0%</b>	<b>(581.6)</b>	<b>100.0%</b>	<b>(394.1)</b>	<b>100.0%</b>	<b>(381.8)</b>	<b>100.0%</b>	<b>259.0</b>	<b>100.0%</b>
	<b>Total according to §162 AktG</b>	<b>156.7</b>	<b>100.0%</b>	<b>290.4</b>	<b>100.0%</b>	<b>(581.6)</b>	<b>100.0%</b>	<b>(394.1)</b>	<b>100.0%</b>	<b>(381.8)</b>	<b>100.0%</b>	<b>259.0</b>	<b>100.0%</b>

\*The position as Management Board member of Marlies Sproll, Ph.D., was suspended during the period 04/15/2017 to 10/31/2017.

\*\*Former CEO Simon Moroney, Ph.D., was granted 10,987 stock options under the Stock Option Program 2019 at a fair value of € 87.86. At the end of the four-year waiting period and based on a target achievement of 29%, the final number of stock options amounted to 10,987. The former Management Board members Dr. Malte Peters, Dr. Markus Enzelberger and Jens Holstein were each granted 6,936 stock options under the Stock Option Program 2019 at a fair value of € 87.86. At the end of the four-year waiting period and based on a target achievement of 29%, the final number of stock options for each of them amounted to 6,936. The specified values represent the quantitative development of the stock options on the basis of the fair value of € 87.86, since the stock options have not yet been exercised.

## C. Remuneration of the Members of the Supervisory Board

The Company's Annual General Meeting on May 19, 2021, adopted a remuneration system for the Supervisory Board.

In addition to reimbursement of their expenses, Supervisory Board members receive an annual fixed base remuneration amounting to € 98,210.00 for the chair of the Supervisory Board, € 58,926.00 for the deputy chair, and € 39,284.00 for all other members of the Supervisory Board.

In addition, the chair of the Supervisory Board receives € 4,000.00 for each Supervisory Board meeting chaired, and the other Supervisory Board members receive € 2,000.00 for each Supervisory Board meeting attended. For committee work, the chair of the Audit Committee receives € 18,000.00, the chair of another committee receives € 12,000.00, and the other committee members each receive € 6,000.00. Committee members also receive € 1,200.00 for each committee meeting attended. Depending on the domicile of the Supervisory Board member and the location of the Supervisory Board meeting, a lump-sum expense allowance of € 2,000.00 may be paid in addition.

In the 2023 financial year, the members of the Supervisory Board received a total of € 510,272.

The fixed annual base remuneration and the remuneration for work on committees are due and payable to Supervisory Board members in equal quarterly installments. Attendance fees and expense allowances for

participation in Supervisory Board meetings are due and payable at the end of each calendar quarter in which the respective meetings took place.

		Base compensation		Committee compensation		Attendance fee		Total remuneration
		in € thousands	share of total	in € thousands	share of total	in € thousands	share of total	in € thousands
Marc Cluzel, M.D., Ph.D.	2023	98.2	61.3%	6.0	3.7%	56.0	35.0%	160.2
	2022	98.2	65.7%	6.0	4.0%	45.2	30.3%	149.4
George Golumbeski, Ph.D.*	2023	57.3	57.2%	12.0	12.0%	30.8	30.8%	100.1
	2022	58.9	58.8%	12.0	12.0%	29.2	29.2%	100.1
Krisja Vermeylen	2023	39.3	40.7%	18.0	18.7%	39.2	40.6%	96.5
	2022	39.3	44.0%	18.0	20.2%	32.0	35.8%	89.3
Michael Brosnan	2023	39.3	33.6%	27.7	23.7%	49.9	42.7%	117.0
	2022	39.3	43.0%	18.0	19.7%	34.0	37.3%	91.3
Sharon Curran*	2023	40.9	44.2%	15.7	17.0%	36.0	38.9%	92.7
	2022	39.3	54.2%	6.0	8.3%	27.2	37.5%	72.5
Andrew Cheng, M.D., Ph.D.	2023	39.3	49.1%	6.0	7.5%	34.8	43.5%	80.1
	2022	24.5	60.3%	3.7	9.2%	12.4	30.5%	40.6
Wendy Johnson	2023	0.0	0.0%	0.0	0.0%	0.0	0.0%	0.0
	2022	14.8	37.2%	4.5	11.4%	20.4	51.4%	39.7

\*Sharon Curran has been elected as Vice-Chair of the Supervisory Board for the month of December 2023 on an interim basis.

## D. Comparison of Remuneration and Earnings Development

Pursuant to Section 162 (1) sentence 2 no. 2 AktG, the following table presents the earnings development of MorphoSys AG, the annual change in the remuneration of the members of the Management Board and the Supervisory Board, and the annual change in the average remuneration of the employees of MorphoSys AG on a full-time equivalent basis over the last five financial years. With regard to the financial years 2018 through 2020, the average remuneration of the Management Board and the Supervisory Board members is based on the remuneration disclosed in the remuneration report for the respective financial year, whereas for the financial years 2022 to 2023, the remuneration awarded and due pursuant to Section 162 (1) sentence 1 AktG in the respective financial year was used. The value of the performance share units issued to the members of the Management Board in the 2021, 2022 and 2023 financial years under the Company's respective Performance Share Unit Programs is not included in the table, as the performance share units issued in the respective financial year are not attributable to the remuneration awarded or due in the respective financial year within the meaning of Section 162 AktG.

The development of earnings is presented by using the net profit/loss of MorphoSys AG for the year as performance indicator.

The average employee remuneration is calculated based on MorphoSys AG's workforce in Germany, which had an average of 371 active employees (headcount, excluding trainees) in the 2023 financial year.

The average employee remuneration includes personnel expenses for wages and salaries, fringe benefits, employer contributions to social security, any short-term variable remuneration components attributable to the financial year, as well as amounts of share-based remuneration.

The employee remuneration therefore corresponds, in principle, to remuneration awarded and due within the meaning of Section 162 (1) sentence 1 AktG in accordance with the remuneration of the Management Board and the Supervisory Board.

Financial year	2018	change	2019	change	2020	change	2021	change	2022	change	2023
<b>Company earnings performance (in € thousands)</b>											
Net profit/loss*	(67,033.8)	(23.9%)	(83,078.5)	(30.7%)	(108,622.3)	(185.8%)	(310,482.2)	232.4%	411,013.3	(97.1%)	11,805.1
<b>Average employee remuneration (in € thousands)</b>											
Average remuneration	105.7	(3.3%)	102.3	10.8%	113.3	17.6%	133.2	(2.0%)	130.6	7.3%	140.1
<b>Management Board remuneration (in € thousands)**</b>											
Jean-Paul Kress, M.D.	—	—%	3,567.9	(14.9%)	3,035.6	(36.2%)	1,935.3	3.5%	2,003.5	(125.7%)	-514.0
Sung Lee	—	—%	—	—%	—	****	488.6	107.2%	1,012.6	(30.7%)	701.5
Charlotte Lohmann	—	—%	—	—%	—	—%	—	—%	—	****	185.3
Lucinda Crabtree, Ph.D.	—	—%	—	—%	—	—%	—	—%	—	****	306.9
<b>Former Management Board members (in € thousands)**</b>											
Malte Peters, M.D. (until December 31, 2022)	1,592.2	13.9%	1,813.2	(0.3%)	1,808.0	(16.5%)	1,510.2	(24.4%)	1,141.3	(86.3%)	156.7
Roland Wandeler, Ph.D. (until December 31, 2021)	—	—%	—	—%	676.0	64.9%	1,115.0	35.7%	1,513.0	(80.8%)	290.4
Simon Moroney, Ph.D. (until August 31, 2019)	2,280.8	13.9%	2,596.7	(14.9%)	2,209.8	(65.2%)	768.3	(108.2%)	(62.8)	826.0%	(581.6)
Jens Holstein (until November 13, 2020)	1,655.5	12.9%	1,869.3	83.6%	3,432.7	(2.8%)	3,335.8	(101.0%)	(34.2)	1052.5%	(394.1)
Markus Enzelberger, Ph.D. (until February 29, 2020)	1,376.1	6.2%	1,461.8	(55.7%)	647.6	(58.5%)	268.6	(115.8%)	(42.5)	798.3%	(381.8)
Marlies Sproll, Ph.D. (until October 31, 2017)***	280.8	129.8%	645.3	107.9%	1,341.6	(83.3%)	224.4	(100.0%)	—	-	259.0
Arndt Schottelius M.D., Ph.D. (until February 28, 2017)	46.5	377.3%	222.1	(16.9%)	184.5	(100.0%)	—	—%	—	-	—

\* The improvement in results of operations in 2022 was mainly due to the reduction in other provisions to Incyte due to updated planning assumptions regarding expected net cash flows from future Monjuvi sales and the pro rata reversal of deferred income related to Royalty Pharma for otilimab and gantenerumab due to the updates published in Q4 2022 by GlaxoSmithKline and Roche, respectively.

\*\* The disclosed values include, amongst others, the quantitative development of the stock options compared to the financial year during which they have been granted. The value of the performance share units issued to the members of the Management Board during the financial years 2021, 2022 and 2023 is not included, since this value will be allocated to the remuneration awarded and due within the meaning of section 162 AktG of the financial year during which the waiting period expires. Against this background, the remuneration values shown in this table may be negative in case of individual Management Board members. For a detailed disclosure of the remuneration components granted to the Management Board members during the respective financial year reference is made to the remuneration report for such financial year.

\*\*\* The Management Board activities of Dr. Marlies Sproll were suspended in the period from April 15, 2017 to October 31, 2017.

\*\*\*\* The display of a change to the previous fiscal year is not possible due to the entry date of the respective member of the Management Board.

Financial year	2018	change	2019	change	2020	change	2021	change	2022	change	2023
<b>Company earnings development (in € thousands)</b>											
Net profit/loss*	(67,033.8)	(23.9%)	(83,078.5)	(30.7%)	(108,622.3)	(185.8%)	(310,482.2)	232.4%	411,013.3	(97.1%)	11,805.1
<b>Average employee remuneration (in € thousands)</b>											
Average remuneration	105.7	(3.3%)	102.3	10.8%	113.3	17.6%	133.2	(2.0%)	130.6	7.3%	140.1
<b>Supervisory Board remuneration (in € thousands)</b>											
Marc Cluzel, M.D., Ph.D.	109.1	36.2%	148.6	8.1%	160.6	2.7%	165.0	(9.5)%	149.4	7.2%	160.2
George Golumbeski, Ph.D.	54.2	53.0%	82.9	16.0%	96.1	6.2%	102.1	(2.0)%	100.1	—%	100.1
Krisja Vermeyleen	74.3	20.7%	89.7	6.7%	95.7	3.3%	98.9	(9.7)%	89.3	8.1%	96.5
Michael Brosnan	47.6	79.3%	85.3	0.5%	85.7	4.0%	89.1	2.5%	91.3	28.1%	117.0
Sharon Curran	—	—%	39.4	91.1%	75.3	(0.8)%	74.7	(2.9)%	72.5	27.8%	92.7
Andrew Cheng M.D., Ph.D.	—	—%	—	—%	—	—%	—	—%	40.6	97.1%	80.1
<b>Former Supervisory Board members (in € thousands)</b>											
Wendy Johnson (until 05/2022)	83.6	(0.4%)	83.2	6.7%	88.8	8.2%	96.1	(58.7)%	39.7	(100.0%)	—
Dr. Frank Morich (until 04/2020)	84.2	24.1%	104.5	(68.8)%	32.6	(100.0)%	—	—%	—	—	—
Dr. Gerald Möller (bis 05/2018)	48.4	(100.0)%	—	—%	—	—%	—	—%	—	—	—
Karin Eastham (bis 05/2017)	24.1	(100.0)%	—	—%	—	—%	—	—%	—	—	—
Klaus Kühn (bis 05/2018)	—	—%	—	—%	—	—%	—	—%	—	—	—
Dr. Walter Blättler (until 08/2015)	—	—%	—	—%	—	—%	—	—%	—	—	—
Dr. Daniel Camus (until 08/2015)	—	—%	—	—%	—	—%	—	—%	—	—	—
Dr. Geoffrey Vernon (until 08/2015)	—	—%	—	—%	—	—%	—	—%	—	—	—

\* The improvement in results of operations in 2022 was mainly due to the reduction in other provisions to Incyte due to updated planning assumptions regarding expected net cash flows from future Monjuvi sales and the pro rata reversal of deferred income related to Royalty Pharma for otilimab and gantenerumab due to the updates published in Q4 2022 by GlaxoSmithKline and Roche, respectively.

## E. Other Disclosures

MorphoSys maintains directors and officers liability insurance for Management Board members. This insurance covers the personal liability risk in the event that claims are made against members of the Management Board for pecuniary loss in the course of their duties. The insurance includes a deductible for Management Board members that complies with the requirements of the German Stock Corporation Act.

## F. Supplementary Notes

This report is also available in German. In the event of any discrepancies, the German version shall be the authoritative version.

## G. Auditor's Report

To MorphoSys AG, Planegg

We have audited the remuneration report of MorphoSys AG, Planegg, for the financial year from 1 January 2023 to 31 December 2023 including the related disclosures, which was prepared to comply with § [Article] 162 AktG [Aktiengesetz: German Stock Corporation Act].

Responsibilities of the Executive Directors and the Supervisory Board

The executive directors and the supervisory board of MorphoSys AG are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of § 162 AktG. The executive directors and the supervisory board are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibilities

Our responsibility is to express an opinion on this remuneration report, including the related disclosures, based on our audit. We conducted our audit in accordance with German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany) (IDW). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report, including the related disclosures, is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts including the related disclosures stated in the remuneration report. The procedures selected depend on the auditor's judgment. This includes the assessment of the risks of material misstatement of the remuneration report including the related disclosures, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the preparation of the remuneration report including the related disclosures. The objective of this is to plan and perform audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the executive directors and the supervisory board, as well as evaluating the overall presentation of the remuneration report including the related disclosures.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Audit Opinion

In our opinion, based on the findings of our audit, the remuneration report for the financial year from 1 January 2023 to 31 December 2023, including the related disclosures, complies in all material respects with the accounting provisions of § 162 AktG.

Reference to an Other Matter – Formal Audit of the Remuneration Report according to § 162 AktG

The audit of the content of the remuneration report described in this auditor's report includes the formal audit of the remuneration report required by § 162 Abs. [paragraph] 3 AktG, including the issuance of a report on this audit. As we express an unqualified audit opinion on the content of the remuneration report, this audit opinion includes that the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the remuneration report.

#### Restriction on use

We issue this auditor's report on the basis of the engagement agreed with MorphoSys AG. The audit has been performed only for purposes of the company and the auditor's report is solely intended to inform the company as to the results of the audit. Our responsibility for the audit and for our auditor's report is only towards the company in accordance with this engagement. The auditor's report is not intended for any third parties to base any (financial) decisions thereon. We do not assume any responsibility, duty of care or liability towards third parties; no third parties are included in the scope of protection of the underlying engagement. § 334 BGB [Bürgerliches Gesetzbuch: German Civil Code], according to which objections arising from a contract may also be raised against third parties, is not waived

Munich, 12 March 2024

**PricewaterhouseCoopers GmbH**  
**Wirtschaftsprüfungsgesellschaft**

(sgd.) Susanne Riedel  
Wirtschaftsprüferin  
(German Public Auditor)

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